



RECEIVED

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02 JUL 30 PM 3 03

July 29, 2002

TENNESSEE REGULATORY AUTHORITY
DOCKET ROOM

VIA HAND DELIVERY

Hon. Sarah Kyle
Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37238

Re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and Level 3 Communications, LLC Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996.*
Docket No. 01-00404 O2-00822

Dear Chairman Kyle:

Level 3 Communications, LLC ("Level 3") and BellSouth Telecommunications, Inc. are hereby submitting to the Tennessee Regulatory Authority ("TRA") the original and thirteen copies of the attached Petition for Approval of the Amendment to the Interconnection Agreement dated April 25, 2001 and effective January 1, 2001. The Amendment replaces the rates in Attachment 3, Exhibit A.

Thank you for your attention to this matter.

Sincerely yours,

Guy M. Hicks

GMH/dt

Enclosure

cc: Director of Access Planning, Level 3 Communications, LLC
Michael R. Romano, Attorney, Level 3 Communications, LLC

#428260

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re:

Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and Level 3 Communications, LLC Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996

Docket No. 01-00404

**PETITION FOR APPROVAL OF THE
AMENDMENT TO THE INTERCONNECTION AGREEMENT
NEGOTIATED BETWEEN BELLSOUTH TELECOMMUNICATIONS, INC.
AND LEVEL 3 COMMUNICATIONS, LLC
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996**

COME NOW, Level 3 Communications, LLC ("Level 3") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated April 25, 2001 and effective January 1, 2001 (the "Amendment") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, Level 3 and BellSouth state the following:

1. Level 3 and BellSouth have successfully negotiated an agreement for interconnection of their networks, the unbundling of specific network elements offered by BellSouth and the resale of BellSouth's telecommunications services to Level 3. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on July 10, 2001.
2. The parties have recently negotiated an amendment to the Interconnection Agreement. The Amendment replaces the rates in Attachment 3, Exhibit A. A copy of the Amendment is attached hereto and incorporated herein by reference.
2. Pursuant to Section 252(e) of the Telecommunications Act of 1996, Level 3 and BellSouth are submitting the Amendment to the TRA for its consideration and approval.

**AMENDMENT
TO THE
AGREEMENT BETWEEN
LEVEL 3 COMMUNICATIONS, LLC
AND
BELLSOUTH TELECOMMUNICATIONS, INC.
EFFECTIVE JANUARY 1, 2001**

Pursuant to this Amendment, (the "Amendment") Level 3 Communications, LLC ("Level 3") and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties", hereby agree to amend that certain Interconnection Agreement with an effective date of January 1, 2001 ("Agreement").

WHEREAS, BellSouth and Level 3 entered into the Agreement with an effective date January 1, 2001, and;

NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

1. Attachment 3, Exhibit A, Rates, is hereby deleted in its entirety and replaced with a new Attachment 3, Exhibit A, Rates, as set forth in Exhibit 1 attached hereto and incorporated herein by this reference.
2. All of the other provisions of the Agreement, effective January 1, 2001, shall remain in full force and effect.
3. Either or both of the Parties are authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Communications Act of 1934 as amended by the Federal Telecommunications Act of 1996.

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be executed by their respective duly authorized representatives and shall be deemed effective thirty (30) calendar days following the date of the last signature of both Parties.

BellSouth Telecommunications, Inc.

By: Greg Follensbee

Name: Greg Follensbee

Title: Senior Director

Date: May 8, 2002

Level 3 Communications, LLC

By: K. Paul

Name: Kevin Paul

Title: Vice President - Global Software Deployment

Date: May 6, 2002

LOCAL INTERCONNECTION - Alabama

| CATE GORY | NOTES | RATE ELEMENTS | | Interim Zone | BCS | USOC | RATES(\$) | | Rec | Nonrecurring First | Nonrecurring Add'l | Attachment: 3 | OSS RATES (\$) | |
|--|-------|---------------|-------|--------------|-----|------|--|--|----------|-----------------------|-----------------------|---------------|----------------|--|
| | | First | Add'l | | | | Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st | Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l | | | | | | |
| LOCAL INTERCONNECTION CALL TRANSPORT AND TERMINATION | | | | | | | | | | | | | | |
| NOTE: "b" beside a rate indicates that the Parties have agreed to bill and keep for that element under certain circumstances pursuant to the terms and conditions in Attachment 3. | | | | | | | | | | | | | | |
| COMPENSATION | | | | | | | | | | | | | | |
| Single Rate for Local and ISP-bound Traffic (1/1/02 - 12/31/02) | | OHD | | | | | .0015 | | | | | | | |
| Single Rate for Local and ISP-bound Traffic (1/1/03 - 12/31/03) | | OHD | | | | | .001 | | | | | | | |
| COMPENSATION FOR TRANSIT AND MTA TRAFFIC | | | | | | | | | | | | | | |
| Tandem Switching Function Per MOU | | OHD | | | | | 0.0005692 | | | | | | | |
| Multiple Tandem Switching, per MOU (applies to initial tandem only) | | OHD | | | | | 0.0005692 | | | | | | | |
| Tandem Intermediary Charge, per MOU | | OHD | | | | | 0.0015 | | | | | | | |
| *THIS CHARGE IS APPLICABLE ONLY TO TRANS TRAFFIC AND IS APPLIED IN ADDITION TO APPLICABLE SWITCHING AND/OR INTERCONNECTION CHARGES. | | | | | | | | | | | | | | |
| TRUNK CHARGE | | | | | | | | | | | | | | |
| Installation Trunk Side Service - per DSO | | OHD | | | | | TPP++ | | | | | | | |
| Dedicated End Office Trunk Port Service -per DSO** | | OHD | | | | | TDOP | 0.00 | | | | | | |
| Dedicated End Office Trunk Port Services -per DSO** | | OHD | | | | | TDEIP | 0.00 | | | | | | |
| Dedicated Tandem Trunk Port Service -per DSO** | | OHD | | | | | TDWOP | 0.00 | | | | | | |
| Dedicated Tandem Trunk Port Service -per DSO** | | OHD | | | | | TDWIP | 0.00 | | | | | | |
| COMMON TRANSPORT (Shared) | | | | | | | | | | | | | | |
| Common Transport - Per Mile, Per MOU | | OHD | | | | | 333.69bk | 56.91bk | | | | | | |
| Common Transport - Facilities Termination Per MOU | | OHD | | | | | 0.0000026 | | | | | | | |
| LOCAL INTERCONNECTION (TRANSPORT) | | | | | | | | | | | | | | |
| INTEROFFICE CHANNEL - DEDICATED TRANSPORT - VOICE GRADE | | | | | | | | | | | | | | |
| Interoffice Channel - Dedicated Transport - 2-Wire Voice Grade - Per Mile, Per month | | OHL, OHM | | | | | 0.0101bk | | | | | | | |
| Interoffice Channel - Dedicated Transport - 2-Wire Voice Grade - Facility Termination per month | | OHL, OHM | | | | | 11.5NF | | | | | | | |
| Interoffice Channel - Dedicated Transport - 56 kbps - Per mile per month | | OHL, OHM | | | | | 24.15bk | 54.82bk | | | | | | |
| Interoffice Channel - Dedicated Transport - 56 kbps - Facility Termination per month | | OHL, OHM | | | | | 0.0101bk | | | | | | | |
| Interoffice Channel - Dedicated Transport - 64 kbps - Per mile per month | | OHL, OHM | | | | | 11.5NK | 17.28bk | 54.82bk | | | | | |
| Interoffice Channel - Dedicated Transport - 64 kbps - Facility Termination per month | | OHL, OHM | | | | | 11.5NK | 0.0101bk | | | | | | |
| Interoffice Channel - Dedicated Transport - 64 kbps - Per mile per month | | OHL, OHM | | | | | 11.5NL | 17.28bk | 54.82bk | | | | | |
| Interoffice Channel - Dedicated Transport - 64 kbps - Facility Termination per month | | OHL, OHM | | | | | 11.5NL | 0.0101bk | | | | | | |
| Interoffice Channel - Dedicated Transport - DS1 | | OHL, OHM | | | | | 11.5NL | 17.28bk | 54.82bk | | | | | |
| Interoffice Channel - Dedicated Channel - DS1 - Per Mile per month | | OHL, OHMMS | | | | | 0.2067bk | | | | | | | |
| Interoffice Channel - Dedicated Transport - DS1 - Facility Termination per month | | OHL, OHMMS | | | | | 11.5NL | 0.2067bk | | | | | | |
| INTEROFFICE CHANNEL - DEDICATED TRANSPORT - DS3 | | OHL, OHM | | | | | 68.75bk | 163.61bk | | | | | | |
| Interoffice Channel - Dedicated Transport - DS3 - Per Mile per month | | OHL, OHM | | | | | 11.5NL | 0.2067bk | 163.61bk | | | | | |
| Interoffice Channel - Dedicated Transport - DS3 - Facility Termination per month | | OHL, OHMMS | | | | | 4.67bk | | | | | | | |
| LOCAL CHANNEL - DEDICATED TRANSPORT | | | | | | | | | | | | | | |
| Local Channel - Dedicated - 2-Wire Voice Grade per month | | OHL, OHM | | | | | TEFV2 | 15.9bk | 386.19bk | | | | | |
| Local Channel - Dedicated - 4-Wire Voice Grade per month | | OHL, OHM | | | | | TEFY4 | 17.06bk | 387.06bk | | | | | |
| Local Channel - Dedicated - DS1 per month | | OHL, OHM | | | | | TEFHG | 41.52bk | 354.94bk | | | | | |
| Local Channel - Dedicated - DS3 Facility Termination per month | | OHL, OHM | | | | | TEFUJ | 47.04bk | 903.03bk | | | | | |
| LOCAL INTERCONNECTION MID-SPAN MEET | | | | | | | | | | | | | | |
| NOTE: If Access service ride Mid-Span Meet, one-half the tariffed service Local Channel rate is applicable. | | OHMS | | | | | | | | | | | | |
| Local Channel - Dedicated - DS1 per month | | OHMS | | | | | TEFIG | 0.00 | 0.00 | | | | | |
| MULTIPLEXERS | | OHMS | | | | | TEFUJ | 0.00 | 0.00 | | | | | |
| Channelization - DS1 to DS0 Channel System | | OHL, OHIMS | | | | | | | | | | | | |
| DS3 to DS1 Channel System per month | | OHL, OHIMS | | | | | SAT1 | 122.56bk | 182.08bk | | | | | |
| DS3 Interface Unit (DS1 COCH) per month | | OHL, OHIMS | | | | | SATNS | 201.37bk | 356.28bk | 187.94bk | | | | |
| | | OHMS | | | | | SATCO | 15.39bk | 13.15bk | 9.43bk | | | | |

Exhibit: A

LOCAL INTERCONNECTION - Alabama

| CATE GORY | NOTES | RATE ELEMENTS | Interim Zone | BCS | USOC | RATES (\$) | | | Attachment: 3 | | | Exhibit: A |
|--------------|-------|---------------|--------------|-----|------|------------|--------------|-----------|---------------------|---------------------|---|------------|
| | | | | | | Rec | Nonrecurring | Recurring | Svc Order Submitted | Svc Order Submitted | Incremental Charge - Manual Svc Order vs. Electronic Disc 1st | |
| | | | | | | | | | | | | |

Notes: If no rate is identified in the contract, the rates, terms, and conditions for the specific service or function will be as set forth in applicable BellSouth tariff.

| OSS RATES (\$) | | |
|----------------|-------|-------|
| SOME/C | SOMAN | SOMAN |
| SOME/C | SOMAN | SOMAN |
| SOME/C | SOMAN | SOMAN |

LOCAL INTERCONNECTION - Florida

| CATE GORY | NOTES | RATE ELEMENTS | | Interim Zone | BCS | USOC | RATES (\$) | | Rec | Nonrecurring First | Nonrecurring Add'l | Nonrecurring Disconnect First | Attachment: 3 | Exhibit: A | | | | | | | | | | | |
|---|-------|---|---|--------------|-----|------|---|---|----------|-----------------------|-----------------------|-------------------------------------|---------------|------------|--|--|--|--|--|--|--|--|--|--|--|
| | | Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l | Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st | | | | Svc Order Submitted Manually per LSR | Svc Order Submitted Electric per LSR | | | | | | | | | | | | | | | | | |
| LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION) | | | | | | | | | | | | | | | | | | | | | | | | | |
| NOTE: "D1" beside a rate indicates that the Parties have agreed to bill and keep for that element under certain circumstances pursuant to the terms and conditions in Attachment 3. | | | | | | | | | | | | | | | | | | | | | | | | | |
| COMPENSATION | | | | | | | | | | | | | | | | | | | | | | | | | |
| Single Rate for Local and ISP-Bound Traffic (1/1/02 - 1/23/02) | | 0HD | | | | | .0015 | | | | | | | | | | | | | | | | | | |
| Single Rate for Local and ISP-Bound Traffic (1/1/03 - 1/23/03) | | 0HD | | | | | .0001 | | | | | | | | | | | | | | | | | | |
| COMPENSATION FOR TRANSIT AND MTA TRAFFIC | | | | | | | | | | | | | | | | | | | | | | | | | |
| Tandem Switching Function per MOU | | 0HD | | | | | 0.0006019 | | | | | | | | | | | | | | | | | | |
| Multiple Tandem Switching per MOU (applies to initial tandem only) | | 0HD | | | | | 0.0006019 | | | | | | | | | | | | | | | | | | |
| TRUNK CHARGE | | | | | | | | | | | | | | | | | | | | | | | | | |
| Installation Trunk Site Service - per DS0 | | 0HD | | | | | TPP++ | | | | | | | | | | | | | | | | | | |
| Dedicated End Office Trunk Port Service - per DS0** | | 0HD | | | | | TDEUP | | | | | | | | | | | | | | | | | | |
| Dedicated End Office Trunk Port Service - per DS1** | | 0HD | | | | | OH1 OH1MS | | | | | | | | | | | | | | | | | | |
| Dedicated Tandem Trunk Port Service - per DS0** | | 0HD | | | | | TDEIP | | | | | | | | | | | | | | | | | | |
| Dedicated Tandem Trunk Port Service - per DS1** | | 0HD | | | | | TDWOP | | | | | | | | | | | | | | | | | | |
| ** This rate element is recovered on a per MOU basis and is included in the End Office Switching and Tandem Switching per MOU rate elements | | 0HD | | | | | TDWIP | | | | | | | | | | | | | | | | | | |
| COMMON TRANSPORT (Shared) | | | | | | | | | | | | | | | | | | | | | | | | | |
| Common Transport - Per Mile, Per MOU | | 0HD | | | | | 0.0000035 | | | | | | | | | | | | | | | | | | |
| Common Transport - Facilities Termination Per MOU | | 0HD | | | | | 0.00004372 | | | | | | | | | | | | | | | | | | |
| LOCAL INTERCONNECTION (TRANSPORT) | | | | | | | | | | | | | | | | | | | | | | | | | |
| INTEROFFICE CHANNEL - DEDICATED TRANSPORT - VOICE GRADE | | | | | | | | | | | | | | | | | | | | | | | | | |
| Interoffice Channel - Dedicated Transport - 2-Wire Voice Grade - Per Mile per month | | OHL, OHM | | | | | 1L5NF | 0.0091bk | | | | | | | | | | | | | | | | | |
| Interoffice Channel - Dedicated Transport - 2-Wire Voice Grade - Facility Termination per month | | OHL, OHM | | | | | 1L5NF | 25.32bk | 31.78bk | | | | | | | | | | | | | | | | |
| INTEROFFICE CHANNEL - DEDICATED TRANSPORT - 56/64 KBPS | | OHL, OHM | | | | | OHL, OHM | 0.0091bk | | | | | | | | | | | | | | | | | |
| Interoffice Channel - Dedicated Transport - 56 kbps - per mile per month | | OHL, OHM | | | | | 1L5NK | 0.0091bk | | | | | | | | | | | | | | | | | |
| Interoffice Channel - Dedicated Transport - 56 kbps - Facility Termination per month | | OHL, OHM | | | | | 1L5NK | 18.44bk | 31.78bk | | | | | | | | | | | | | | | | |
| Interoffice Channel - Dedicated Transport - 64 kbps - per mile per month | | OHL, OHM | | | | | 1L5NK | 0.0091bk | | | | | | | | | | | | | | | | | |
| Interoffice Channel - Dedicated Transport - 64 kbps - Facility Termination per month | | OHL, OHM | | | | | 1L5NK | 18.44bk | 31.78bk | | | | | | | | | | | | | | | | |
| INTEROFFICE CHANNEL - DEDICATED TRANSPORT - DS1 | | OHL, OHM | | | | | OHL, OHM | 0.1856bk | | | | | | | | | | | | | | | | | |
| Interoffice Channel - Dedicated Channel - DS1 - Per Mile per month | | OH1, OH1MS | | | | | OH1, OH1MS | 0.1856bk | | | | | | | | | | | | | | | | | |
| INTEROFFICE CHANNEL - DEDICATED TRANSPORT - DS3 | | OH1, OHM | | | | | OH1, OHM | 86.44bk | 98.47bk | | | | | | | | | | | | | | | | |
| Interoffice Channel - Dedicated Transport - DS3 - Per Mile per month | | OH1, OHM | | | | | OH1, OHM | 86.44bk | 98.47bk | | | | | | | | | | | | | | | | |
| Interoffice Channel - Dedicated Transport - DS3 - Facility Termination per month | | OH3, OHAMS | | | | | OH3, OHAMS | 3.87bk | | | | | | | | | | | | | | | | | |
| INTEROFFICE CHANNEL - DEDICATED TRANSPORT - T | | OH3, OHAMS | | | | | OH3, OHAMS | 1071.00bk | 219.28bk | | | | | | | | | | | | | | | | |
| Local Channel - Dedicated - 2-Wire Voice Grade per month | | OHL, OHM | | | | | OHL, OHM | TEF/2 | 21.94bk | 285.84bk | | | | | | | | | | | | | | | |
| Local Channel - Dedicated - 4-Wire Voice Grade per month | | OHL, OHM | | | | | OHL, OHM | TEF/4 | 22.81bk | 268.54bk | 47.67bk | | | | | | | | | | | | | | |
| Local Channel - Dedicated - DS1 per month | | OHL, OHM | | | | | OHL, OHM | TEF/9 | 35.28bk | 183.54bk | 24.30bk | | | | | | | | | | | | | | |
| Local Channel - Dedicated - DS3 Facility Termination per month | | OHL, OHM | | | | | OHL, OHM | TEFHJ | 531.91bk | 558.37bk | 343.01bk | 135.13bk | | | | | | | | | | | | | |
| LOCAL INTERCONNECTION MID-SPAN MEET | | OHL, OHM | | | | | OHL, OHM | TEFG | 0.00 | 0.00 | | | | | | | | | | | | | | | |
| NOTE: If Access service ride Mid-Span Meet, one-half the tariffed service Local Channel rate is applicable. | | OHL, OHM | | | | | OHL, OHM | TEFG | 0.00 | 0.00 | | | | | | | | | | | | | | | |
| Local Channel - Dedicated - DS1 per month | | OHL, OHM | | | | | OHL, OHM | TEFHJ | 0.00 | 0.00 | | | | | | | | | | | | | | | |
| MULTIPLEXERS | | OHL, OHM | | | | | OHL, OHM | SATN1 | 146.77bk | 101.42bk | 71.62bk | 11.06bk | | | | | | | | | | | | | |
| Channeralization - DS1 to DS0 Channel System | | OHL, OHM | | | | | OHL, OHM | SATNS | 211.19bk | 139.28bk | 118.64bk | 40.34bk | | | | | | | | | | | | | |
| DS3 Interface Unit (DS1 COC) per month | | OHL, OHM | | | | | OHL, OHM | SATCO | 13.76bk | 10.07bk | 7.08bk | 3.97bk | | | | | | | | | | | | | |
| Notes: If no rate is identified in the contract, the rates, terms, and conditions for the specific service or function will be as set forth in applicable BellSouth tariff. | | | | | | | | | | | | | | | | | | | | | | | | | |

LOCAL INTERCONNECTION : Kentucky

LOCAL INTERCONNECTION - Louisiana

| DATE GORY | NOTES | RATE ELEMENTS | | Interim Zone | BCS | USOC | RATES(\$) | | Rec | Nonrecurring First | Nonrecurring Add'l | Attachment: 3 |
|---|--|---------------|-------|--------------|---------|----------|---|--|-----|-----------------------|-----------------------|---------------|
| | | First | Add'l | | | | Svc Order Submitted Elec per LSR | Manual Svc Submitted Manually per LSR | | | | |
| LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION) | | | | | | | | | | | | |
| NOTE: Per NOTE: Beside a rate indicates that the Parties have agreed to bill and keep for that element under certain circumstances pursuant to the terms and conditions in Attachment 3. | The Parties will report a Parent Local Facility ("PLF") factor to one another to represent the percentage of switched dedicated facilities utilized for local traffic. | | | | | | | | | | | |
| Single Rate for Local and SP-Bound Traffic (1/1/02 - 12/31/02) | | | | OHD | | | | | | | | |
| Single Rate for Local and SP-Bound Traffic (1/1/03 - 12/31/03) | | | | OHD | | | | | | | | |
| TANDEM SWITCHING | | | | | | | | | | | | |
| Tandem Switching Function Per MOU | | | | OHD | | | | | | | | |
| Multiple Tandem Switching, per MOU (applies to initial tandem only) | | | | OHD | | | | | | | | |
| TRUNK CHARGE | | | | | | | | | | | | |
| Installation Trunk Side Service - Per DS0 | | | | OHD | TPP++ | | | | | | | |
| Dedicated End Office Trunk Port Service-per DS0** | | | | OHD | TDEIP | | | | | | | |
| Dedicated End Office Trunk Port Service-per DS1** | | | | OHD | TDEIP | 0.00 | | | | | | |
| Dedicated Tandem Trunk Port Service-per DS0** | | | | OHD | TDWOP | | | | | | | |
| Dedicated Tandem Trunk Port Service-per DS1** | | | | OHD | TDWIP | 0.00 | | | | | | |
| ** This rate element is recovered on a per MOU basis and is included in the End Office Switching and Tandem Switching, per MOU rate elements | | | | OHD | TDWIP | 0.00 | | | | | | |
| COMMON TRANSPORT (Shared) | | | | | | | | | | | | |
| Common Transport - Per Mile Per MOU | | | | OHD | | | | | | | | |
| COMMON TRANSPORT - Termination Per MOU | | | | OHD | | | | | | | | |
| LOCAL INTERCONNECTION (TRANSPORT) | | | | | | | | | | | | |
| INTEROFFICE CHANNEL - DEDICATED TRANSPORT - VOICE GRADE | | | | | | | | | | | | |
| Intraoffice Channel - Dedicated Transport - 2-Wire Voice Grade - | | | | OHL_OHM | | | | | | | | |
| Per Mile per month | | | | OHL_OHM | 1L5NF | | | | | | | |
| INTEROFFICE CHANNEL - DEDICATED TRANSPORT - 56/64 Kbps | | | | OHL_OHM | 22.60bk | | | | | | | |
| Intraoffice Channel - Dedicated Transport - 56 kbps - per mile per month | | | | OHL_OHM | 26.62bk | | | | | | | |
| Intraoffice Channel - Dedicated Transport - 56 kbps - Facility Termination per month | | | | OHL_OHM | | | | | | | | |
| Intraoffice Channel - Dedicated Transport - 64 kbps - per mile per month | | | | OHL_OHM | 15.61bk | | | | | | | |
| Intraoffice Channel - Dedicated Transport - 64 kbps - Facility Termination per month | | | | OHL_OHM | 26.62bk | | | | | | | |
| INTEROFFICE CHANNEL - DEDICATED TRANSPORT - DS1 | | | | OHL_OHM | | | | | | | | |
| Intraoffice Channel - Dedicated Channel - DS1 - Per Mile per month | | | | OHL_OHM | 0.013bk | | | | | | | |
| Intraoffice Channel - Dedicated Transport - DS1 - Facility Termination per month | | | | OHL_OHM | 0.013bk | | | | | | | |
| INTEROFFICE CHANNEL - DEDICATED TRANSPORT - DS3 | | | | OHL_OHM | 15.61bk | | | | | | | |
| Z Intraoffice Channel - Dedicated Transport - DS3 - Facility Termination per month | | | | OHL_OHM | 26.62bk | | | | | | | |
| LOCAL CHANNEL - DEDICATED TRANSPORT | | | | | | | | | | | | |
| Local Channel - Dedicated - 2-Wire Voice Grade per month | | | | OHL_OHM | TEFV2 | | | | | | | |
| Local Channel - Dedicated - 4-Wire Voice Grade per month | | | | OHL_OHM | TEFV4 | | | | | | | |
| Local Channel - Dedicated - DS1 per month | | | | OHL_OHM | TEFHG | | | | | | | |
| Local Channel - Dedicated - DS3 Facility Termination per month | | | | OHL_OHM | TEFHJ | | | | | | | |
| LOCAL INTERCONNECTION MID-SPAN MEET | | | | | | | | | | | | |
| NOTE: If Access service idle Mid-Span Meet, one-half the tariffed service Local Channel rate is applicable. | | | | | | | | | | | | |
| Local Channel - Dedicated - DS1 per month | | | | OHL_OHM | TEFHG | 0.00 | | | | | | |
| Local Channel - Dedicated - DS3 per month | | | | OHL_OHM | TEFHJ | 0.00 | | | | | | |
| MULTIPLEXERS | | | | | | | | | | | | |
| Channelization - DS1 to DS0 Channel System | | | | OHL_OHM | SATN1 | 105.08bk | | | | | | |
| DS3 to DS1 Channel System per month | | | | OHL_OHM | SATNS | 201.49bk | | | | | | |
| DS3 Interface Unit (DS1 COC) per month | | | | OHL_OHM | SATCO | 11.78bk | | | | | | |
| Notes: If no rate is identified in the contract, the rates, terms, and conditions for the specific service or function will be set forth in applicable BellSouth tariff. | | | | OHD | | 6.39bk | 4.58bk | | | | | |

Exhibit: A

LOCAL INTERCONNECTION - Mississippi

| DATE NOTES GORY | RATE ELEMENTS | Interim Zone | BCS | USOC | RATE(S) | Rec | Nonrecurring | Disconnect | Attachment: 3 | Exhibit: A | | | |
|--|---------------|--------------|------------|------|-----------|----------|--------------|------------|---------------|---------------------|---------------------|---|---|
| | | | | | | | | | | Svc Order Submitted | Svc Order Submitted | Incremental Charge - Manual Svc Order vs. Electronic Disc Add'l | Incremental Charge - Manual Svc Order vs. Electronic Disc Add'l |
| LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION) | | | | | | | | | | | | | OSS RATES (\$) |
| NOTE: "X" beside a rate indicates that the Parties have agreed to bill and keep for that element under certain circumstances pursuant to the terms and conditions in Attachment 3. | | | | | | | | | | | | | |
| COMPENSATION | | | | | | | | | | | | | |
| Single Rate for Local and ISP-bound Traffic (11/1/02 - 12/31/02) | | | OH | | 0015 | | | | | | | | |
| Single Rate for Local and ISP-bound Traffic (11/1/03 - 12/31/03) | | | OH | | .0001 | | | | | | | | |
| COMPENSATION FOR TRANSIT AND MTA TRAFFIC | | | | | | | | | | | | | |
| Tandem Switching Function Per MOU | | | OH | | 0.0005379 | | | | | | | | |
| Multiple Tandem Switching, per MOU (applies to initial tandem only) | | | OH | | 0.0005379 | | | | | | | | |
| TRUNK CHARGE | | | | | | | | | | | | | |
| Installation Trunk Side Service - per DS0 | | | OH | | TPP++ | | | | | | | | |
| Dedicated End Office Trunk Port Service-per DS0** | | | OH | | TDEIP | 0.00 | | | | | | | |
| Dedicated Tandem Trunk Port Service-per DS0** | | | OH | | TDEIP | 0.00 | | | | | | | |
| Dedicated Tandem Trunk Port Service-per DS1** | | | OH | | TDWIP | 0.00 | | | | | | | |
| ** This rate element is recovered on a per MOU basis and is included in the End Office Switching and Tandem Switching, per MOU rate elements | | | OH | | TDWIP | 0.00 | | | | | | | |
| COMMON TRANSPORT (Shared) | | | | | | | | | | | | | |
| Common Transport - Per Mile, Per MOU | | | OH | | 0.0000026 | | | | | | | | |
| Common Transport - Facilities Termination Per MOU | | | OH | | 0.0004541 | | | | | | | | |
| LOCAL INTERCONNECTION (TRANSPORT) | | | | | | | | | | | | | |
| INTEROFFICE CHANNEL - DEDICATED TRANSPORT - VOICE GRADE | | | | | | | | | | | | | |
| Interoffice Channel - Dedicated Transport - 2-Wire Voice Grade - Pe Mile per month | | | OH, OHM | | 1L5NF | 0.0098bk | | | | | | | |
| Interoffice Channel - Dedicated Transport - 2-Wire Voice Grade - Facility Termination per month | | | OH, OHM | | 22.52bk | 27.57bk | 7.11bk | | | | | | |
| INTEROFFICE CHANNEL - DEDICATED TRANSPORT - 56/64 KBPS | | | | | | | | | | | | | |
| Interoffice Channel - Dedicated Transport - 56 Kbps - per mile per month | | | OH, OHM | | 1L5NK | 0.0098bk | | | | | | | |
| Interoffice Channel - Dedicated Transport - 56 Kbps - Facility Termination per month | | | OH, OHM | | 1L5NK | 15.98bk | 27.57bk | 7.11bk | | | | | |
| Interoffice Channel - Dedicated Transport - 64 Kbps - per mile per month | | | OH, OHM | | 1L5NK | 0.0098bk | | | | | | | |
| Interoffice Channel - Dedicated Transport - 64 Kbps - Facility Termination per month | | | OH, OHM | | 1L5NK | 15.98bk | 27.57bk | 7.11bk | | | | | |
| INTEROFFICE CHANNEL - DEDICATED TRANSPORT - DS1 | | | | | | | | | | | | | |
| Interoffice Channel - Dedicated Channel - DS1 - Per Mile per month | | | OH, OHM | | 1L5NL | 0.2010k | | | | | | | |
| Interoffice Channel - Dedicated Transport - DS1 - Facility Termination per month | | | OH, OHM | | 1L5NL | 57.33bk | 82.28bk | | | | | | |
| INTEROFFICE CHANNEL - DEDICATED TRANSPORT - DS3 | | | | | | | | | | | | | |
| Interoffice Channel - Dedicated Transport - DS3 - Per Mile per month | | | OH3, OH3MS | | 1L5NL | 4.76bk | | | | | | | |
| Termination per month | | | OH3, OH3MS | | 1L5NL | 641.90bk | 163.70bk | | | | | | |
| LOCAL CHANNEL - DEDICATED TRANSPORT | | | | | | | | | | | | | |
| Local Channel - Dedicated - 2-Wire Voice Grade per month | | | OH, OHM | | TEFV2 | 14.91bk | 194.22bk | 33.36bk | 37.79bk | 3.30bk | | | |
| Local Channel - Dedicated - 4-Wire Voice Grade per month | | | OH, OHM | | TEFV4 | 15.98bk | 194.66bk | 33.80bk | 38.27bk | 3.38bk | | | |
| Local Channel - Dedicated - DS1 per month | | | OH1 | | TEFHG | 36.83bk | 716.30bk | 154.61bk | 22.89bk | 15.74bk | | | |
| LOCAL INTERCONNECTION MID-SPAN MEET | | | | | | | | | | | | | |
| NOTE: If access service fits Mid-Span Meet, one-half the tariffed service Local Channel rate is applicable. | | | OH3 | | TEFUJ | 413.87bk | 454.13bk | 264.47bk | 123.23bk | 86.19bk | | | |
| Local Channel - Dedicated - DS1 per month | | | OHMS | | TEFGG | 0.00 | 0.00 | | | | | | |
| MULTIPLEXERS | | | OHMS | | TEFHJ | 0.00 | 0.00 | | | | | | |
| Channelization - DS1 to DS0 Channel System | | | OH, OHM | | SATN | 102.88bk | 91.57bk | 62.94bk | 10.87bk | 10.10bk | | | |
| DS3 Interface Unit (DS1 COC) per month | | | OH3 | | SATNS | 110.63bk | 119.17bk | 94.52bk | 34.30bk | 32.82bk | | | |
| Notes: If no rate is identified in the contract the rates, terms, and conditions for the specific service or function will be as set forth in applicable BellSouth tariff. | | | OH1 OH1MS | | SATCO | 12.96bk | 4.74bk | | | | | | |

| LOCAL INTERCONNECTION - South Carolina | | | | | | | | | | Exhibit: A |
|---|------|---------------|--------------------|--------------|-----|------|------------|-------------------------------|---------------|---|
| CATEGORY | NOTE | RATE ELEMENTS | | Interim Zone | BGS | USOC | RATES (\$) | | Attachment: 3 | Incremental Charge - Manual Svc Order vs. Electronic Disc Add'l |
| | | Rec | Nonrecurring Add'l | | | | First | Nonrecurring Disconnect Add'l | | |
| LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION) | | | | | | | | | | |
| NOTE: "bk" beside a rate indicates that the Parties have agreed to bill and keep for that element under certain circumstances pursuant to the terms and conditions in Attachment 3. | | | | | | | | | | |
| COMPENSATION FOR LOCAL AND ISP-BOUND TRAFFIC ("PLR" factor to one another to represent the percentage of switched dedicated facilities utilized for local traffic) | | | | | | | | | | |
| Single Rate for Local and ISP-bound Traffic (1/1/02 - 12/31/02) | | OHD | | | | | 0.015 | | | |
| Single Rate for Local and ISP-bound Traffic (1/1/03 - 12/31/03) | | OHD | | | | | 0.01 | | | |
| Tandem Switching Function Per MOU | | OHD | | | | | 0.000736 | | | |
| Multiple Tandem Switching, per MOU (applies to initial tandem only) | | OHD | | | | | 0.000736 | | | |
| TRUNK CHARGE | | | | | | | | | | |
| Installation Trunk Side Service - per DS0 | | OHD | TPP++ | | | | 335.14bk | 57.16bk | | |
| Dedicated End Office Trunk Port Service-per DS0** | | OHD | TDEIP | | | | 0.00 | | | |
| Dedicated End Office Trunk Port Service-per DS1** | | OHD OH1MS | TDEIP | | | | 0.00 | | | |
| Dedicated Tandem Trunk Port Service-per DS0** | | OHD | TDWIP | | | | 0.00 | | | |
| Dedicated Tandem Trunk Port Service-per DS1** | | OHD OH1MS | TDWIP | | | | 0.00 | | | |
| ** This rate element is recovered on a per MOU basis and is included in the End Office Switching and Tandem Switching, per MOU rate elements | | | | | | | | | | |
| COMMON TRANSPORT (Shared) | | | | | | | | | | |
| Common Transport - Per Mile, Per MOU | | OHD | | | | | 0.000045 | | | |
| Common Transport - Facilities Termination Per MOU | | OHD | | | | | 0.0004095 | | | |
| LOCAL INTERCONNECTION (TRANSPORT) | | | | | | | | | | |
| INTEROFFICE CHANNEL - DEDICATED TRANSPORT - VOICE GRADE | | | | | | | | | | |
| Interoffice Channel - Dedicated Transport - 2-Wire Voice Grade - Per Mile per month | | OHL, OHM | 1L5NF | | | | 0.0167bk | | | |
| Interoffice Channel - Dedicated Transport - 2-Wire Voice Grade - Facility Termination per month | | OHL, OHM | 1L5NF | | | | 24.30bk | 40.63bk | | |
| INTEROFFICE CHANNEL - DEDICATED TRANSPORT - 56/64 Kbps | | | | | | | | | | |
| Interoffice Channel - Dedicated Transport - 56 kbps - per mile per month | | OHL, OHM | 1L5NK | | | | 0.0167bk | | | |
| Interoffice Channel - Dedicated Transport - 56 kbps - Facility Termination per month | | OHL, OHM | 1L5NK | | | | 16.77bk | | | |
| Interoffice Channel - Dedicated Transport - 84 kbps - per mile per month | | OHL, OHM | 1L5NK | | | | 40.63bk | | | |
| Interoffice Channel - Dedicated Transport - 84 kbps - Facility Termination per month | | OHL, OHM | 1L5NK | | | | 16.77bk | | | |
| INTEROFFICE CHANNEL - DEDICATED TRANSPORT - DS1 | | | | | | | | | | |
| Interoffice Channel - Dedicated Channel - DS1 - Per Mile per month | | OH1, OH1MS | 1L5NL | | | | 0.3415bk | | | |
| Interoffice Channel - Dedicated Transport - DS1 - Facility Termination per month | | OH1, OH1MS | 1L5NL | | | | 77.14bk | 89.47bk | | |
| INTEROFFICE CHANNEL - DEDICATED TRANSPORT - DS3 | | | | | | | | | | |
| Local Channel - Dedicated Transport - DS3 - Per Mile per month | | OH3, OH3MS | 1L5NM | | | | 8.02bk | | | |
| Local Channel - Dedicated Transport - DS3 - Facility Termination per month | | OH3, OH3MS | 1L5NM | | | | 880.65bk | 279.37bk | | |
| LOCAL CHANNEL - DEDICATED TRANSPORT | | | | | | | | | | |
| Local Channel - Dedicated - 2-Wire Voice Grade per month | | OHL, OHM | TEFV2 | | | | 15.30bk | 193.53bk | | |
| Local Channel - Dedicated - 4-Wire Voice Grade per month | | OHL, OHM | TEFV4 | | | | 16.54bk | 193.97bk | | |
| Local Channel - Dedicated - DS1 per month | | OH1 | TEFHG | | | | 42.82bk | 177.87bk | | |
| Local Channel - Dedicated - DS3 Facility Termination per month | | OH3 | TEFFJ | | | | 446.00bk | 154.08bk | | |
| LOCAL INTERCONNECTION MID-SPAN MEET | | | | | | | | | | |
| NOTE: If Access service ride Mid-Span Meet, one-half the tariffed service Local Channel rate is applicable. | | OH1MS | TEFHG | | | | 0.00 | 0.00 | | |
| Local Channel - Dedicated - DS3 per month | | OH3MS | TEFHJ | | | | 0.00 | 0.00 | | |
| MULTIPLEXERS | | | | | | | | | | |
| Channelization - DS1 to DS0 Channel System | | OH1, OH1MS | SATH1 | | | | 91.24bk | 62.71bk | | |
| DS3 to DS1 Channel System per month | | OH1, OH1MS | SATNS | | | | 144.02bk | 178.54bk | | |
| DS3 Interface Unit (DS1 COC) per month | | OH1, OH1MS | SATCO | | | | 8.64bk | 6.59bk | | |
| Notes: If no rate is identified in the contract, the rates, terms, and conditions for the specific service or function will be set forth in applicable BellSouth tariff. | | | | | | | 4.73bk | 33.33bk | | |

| AL INTERCONNECTION - Tennessee | | | | | | | | | | | Exhibit: A |
|--|---------------|--------------|-------|--------------|-----|------|---------------------|---------------------|--|--|--|
| TE Y NOTES | RATE ELEMENTS | | | Interim Zone | BCS | USOC | RATES(\$) | | | COS RATES (\$) | Attachment: 3 |
| | Rec | Nonrecurring | First | | | | Add'l | Nonrecurring | First | | |
| AL INTERCONNECTION (CALL TRANSPORT AND TERMINATION) | | | | | | | Svc Order Submitted | Svc Order Submitted | Incremental Charge - Manual Svc Order vs. Electronic-Add'l | Incremental Charge - Manual Svc Order vs. Electronic-Add'l | Incremental Charge - Manual Svc Order vs. Electronic-Add'l |
| NOTE: "bk" besides a rate indicates that the Parties have agreed to bill and keep for that element under certain circumstances pursuant to the terms and conditions in Attachment 1. | | | | | | | Elec | Manually per LSR | Order vs. Electronic-Add'l | Order vs. Electronic-Add'l | Order vs. Electronic-Add'l |
| COMPENSATION | | | | | | | | | | | |
| Single Rate for Local and IS-P Bound Traffic (1/1/02 - 12/31/02) | OHD | | | | | | 0015 | | | | |
| Single Rate for Local and IS-P Bound Traffic (1/1/03 - 12/31/03) | OHD | | | | | | 001 | | | | |
| COMPENSATION FOR TANDEM AND MTA TRAFFIC | | | | | | | | | | | |
| Tandem Switching Function Per MOU | OHD | | | | | | 0.0008778 | | | | |
| Multiple Tandem Switching, per MOU (applies to initial tandem only) | OHD | | | | | | 0.0008978 | | | | |
| TRUNK CHARGE | | | | | | | | | | | |
| Installation Trunk Side Service - per DS0 | OHD | TPP++ | | | | | 334.29bk | | | | |
| Dedicated End Office Trunk Port Services-per DS0** | OHD | TDEIP | | | | | 0.00 | | | | |
| Dedicated End Office Trunk Port Service-per DS1** | OHD | TDEIP | | | | | 0.00 | | | | |
| Dedicated Tandem Trunk Port Service-per DS0** | OHD | TDWIP | | | | | 0.00 | | | | |
| Dedicated Tandem Trunk Port Service-per DS1** | OHD | TDWIP | | | | | 0.00 | | | | |
| ** This rate element is recovered on a per MOU basis and is included in the End Office Switching and Tandem Switching, per MOU rate elements | | | | | | | | | | | |
| COMMON TRANSPORT (Shared) | | | | | | | | | | | |
| Common Transport - Per Mile, Per MOU | OHD | | | | | | 0.0000364 | | | | |
| Common Transport - Facilities Termination Per MOU | OHD | | | | | | 0.0003371 | | | | |
| AL INTERCONNECTION (TRANSPORT) | | | | | | | | | | | |
| INTEROFFICE CHANNEL - DEDICATED TRANSPORT - VOICE GRADE | | | | | | | | | | | |
| Interface Channel - Dedicated Transport - 2-Wire Voice Grade - Per Mile per month | OHL, OHM | 1L5NF | | | | | 0.0174bk | | | | |
| Interface Channel - Dedicated Transport - 2-Wire Voice Grade - Facility Termination per month | OHL, OHM | 1L5NF | | | | | 18.58bk | | | | |
| INTEROFFICE CHANNEL - DEDICATED TRANSPORT - 56/64 Kbps | | | | | | | | | | | |
| Interface Channel - Dedicated Transport - 56 kbps - per mile per month | OHL, OHM | 1L5NK | | | | | 0.0174k | | | | |
| Termination per month | OHL, OHM | 1L5NK | | | | | 17.98bk | | | | |
| Interface Channel - Dedicated Transport - 64 kbps - per mile per month | OHL, OHM | 1L5NK | | | | | 17.37bk | | | | |
| Interface Channel - Dedicated Transport - 64 kbps - Facility Termination per month | OHL, OHM | 1L5NK | | | | | 17.98bk | | | | |
| INTEROFFICE CHANNEL - DEDICATED TRANSPORT - DS1 | | | | | | | | | | | |
| Interface Channel - Dedicated Channel - DS1 - Per Mile per month | OH1, OHIMS | 1L5NL | | | | | 0.3562bk | | | | |
| (per month) | OH1, OHIMS | 1L5NL | | | | | 0.0174k | | | | |
| INTEROFFICE CHANNEL - DEDICATED TRANSPORT - DS3 | | | | | | | | | | | |
| Interface Channel - Dedicated Transport - DS3 - Per Mile per month | OH3, OH3MS | 1L5NM | | | | | 17.98bk | | | | |
| Interface Channel - Dedicated Transport - DS3 - Facility Termination per month | OH3, OH3MS | 1L5NM | | | | | 2.34bk | | | | |
| LOCAL CHANNEL - DEDICATED TRANSPORT | | | | | | | | | | | |
| Local Channel - Dedicated - 2-Wire Voice Grade per month | OHL, OHM | TEFV2 | | | | | 19.43bk | | | | |
| Local Channel - Dedicated - 4-Wire Voice Grade per month | OHL, OHM | TEFV4 | | | | | 20.56bk | | | | |
| Local Channel - Dedicated - DS1 - per month | OH1 | TEFHG | | | | | 49.98bk | | | | |
| Local Channel - Dedicated - DS3 - Facility Termination per month | OH3 | TEFHJ | | | | | 611.30bk | | | | |
| LOCAL INTERCONNECTION MID-SPAN MEET | | | | | | | | | | | |
| NOTE: If Access service side Mid-Span Meet, one-half the tariffed service Local Channel rate is applicable. | | | | | | | | | | | |
| Local Channel - Dedicated - DS1 per month | OHL, OHM | TEFHG | | | | | 58.537bk | | | | |
| MULTIPLEXERS | | | | | | | 304.50bk | | | | |
| Channelization - DS1 to DS0 Channel System | OHL, OH1MS | SATN1 | | | | | 80.77bk | | | | |
| DS3 Interface Unit (DS1 COCH) per month | OH3, OH3MS | SATNS | | | | | 222.98bk | | | | |
| Note:: If no rate is identified in the contract, the rates, terms, and conditions for the specific service or function will be as set forth in applicable BellSouth tariff. | OHL, OH1MS | SATCO | | | | | 17.56bk | | | | |
| | OHL, OH3MS | TEFHJ | | | | | 6.07bk | | | | |